

**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
SECURITIES AND CHARITIES DIVISION**

In the Matter of:)	
)	
Marshall Wolfe and Jack Harrington)	Administrative Proceeding
)	Number S-09-0187
)	
<i>Respondents</i>)	

FINAL ORDER

WHEREAS, the Securities and Charities Division of the Mississippi Secretary State's Office ("Division") issued a Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty ("SCDO") against Respondents on January 26, 2010;

WHEREAS, service of the SCDO was properly effected upon Respondents;

WHEREAS, on February 2, 2010, Jack Harrington, via his attorney Michael Cory, issued a written request for a hearing in this matter;

WHEREAS, on February 22, 2010, Marshall Wolfe, via his attorney Clarence Guthrie, issued a written request for a hearing in this matter;

WHEREAS, on March 20, 2010, administrative hearing officer E. Clifton Hodge, Jr. issued an Order (Exhibit "A") bifurcating the administrative hearing, with three of the five issues to be administratively resolved by a formal briefing process (the administrative "hearing on the pleadings"), and the remaining two issues to be resolved via live testimony and argument. Such Order reflected an agreement by the parties to so bifurcate the administrative hearing;

WHEREAS, the administrative hearing on the pleadings was conducted via the submission of the following pleadings: the Brief in Support of Partial Decision on the Pleadings submitted by the Division on June 17, 2010; the Response to Secretary of State's Brief in

Support of Partial Decision on the Pleadings submitted by Marshall Wolfe on August 6, 2010; the Response to Secretary of State's Brief in Support of Partial Decision on the Pleadings submitted by Jack Harrington on August 6, 2010; and the two Reply Brief[s] in Support of Partial Decision on the Pleadings, submitted by the Division on August 9, 2010 (as against Marshall Wolfe) and August 19, 2010 (as against Jack Harrington);

WHEREAS, on September 2, 2010, administrative hearing officer E. Clifton Hodge, Jr., issued his Findings of Fact and Conclusions of Law (Exhibit "B") with respect to the three issues adjudicated pursuant to the administrative hearing on the pleadings;

WHEREAS said Findings of Fact and Conclusions of Law is an appropriate and thorough resolution of the issues raised in this administrative proceeding;

WHEREAS the apportionment of administrative penalties, as recommended in the Findings of Fact and Conclusions of Law, is modified as set forth below;

WHEREAS on November 30, 2010, an Order of Withdrawal and Partial Dismissal (Exhibit "C") was entered in this case, whereby Respondents withdrew their individual requests to proceed with the live portion of the administrative hearing on the two remaining issues of the SCDO, and whereby the Division dismissed the two remaining issues contained in the SCDO as against Respondents;

THEREFORE, the Order bifurcating the administrative hearing, the Order of Withdrawal and Partial Dismissal, and the Findings of Fact and Conclusions of Law are hereby adopted in their entirety, and along with the modified administrative penalties set forth below, are made the complete and Final Order of the Secretary of State.

IT IS ORDERED, pursuant to Miss. Code Ann. Sections 79-11-306 and 75-71-604 (2010) (formerly Section 75-71-715) (repealed 2010)), and in accordance with Rule 821 of the Mississippi

Securities Act (formerly Rule 821) (repealed 2010)) and the Findings of Fact and Conclusions of Law, that Respondents shall immediately **CEASE AND DESIST** from further illegal activity in and from the State of Mississippi.

IT IS ORDERED, pursuant to Miss. Code Ann. Sections 79-11-306 and 75-71-604 (2010) (formerly Section 75-71-715) (repealed 2010)), and in accordance with Rule 821 of the Mississippi Securities Act (formerly Rule 821) (repealed 2010)), that Respondents pay an administrative penalty in the amount of One Million, Twenty Thousand Dollars and Zero Cents (\$1,020,000.00), to be apportioned as follows: pursuant to the requirements of Miss. Code Ann. Section 75-71-715(2) (2000), Eight Hundred Fifty Thousand Dollars (\$850,000.00) is assessed against Respondent Marshall Wolfe; One Hundred Seventy Thousand Dollars (\$170,000.00) is assessed against Respondent Jack Harrington. Respondents are equally charged with the costs incurred as a result of this administrative proceeding, in the amount of Nine Thousand Two Hundred Eight Dollars and Eighty Cents (\$9208.80).

SO ORDERED, this, the 1st day of ~~November~~ December, 2010.

C. Delbert Hosemann, Jr.
C. DELBERT HOSEMAN, JR.
Secretary of State